

755977

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : KATZ BASKIES LLC  
Account Number : I20080000071  
Phone : (561) 910-5700  
Fax Number : (561) 910-5701

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VERSACARE, INC.

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KATZ BASKIES

FAX No. 561 910 5701

P. 002

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Versacare, Inc.

**DOCUMENT NUMBER:** 755977

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas O. Katz  
(Name of Contact Person)

Katz Baskies LLC  
(Firm/ Company)

2255 Glades Road, Suite 240W  
(Address)

Boca Raton, FL 33431  
(City/ State and Zip Code)

thomas.katz@katzbaskies.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas O. Katz at ( 561 ) 910-5700  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
VERSACARE, INC.**

The undersigned certify that:

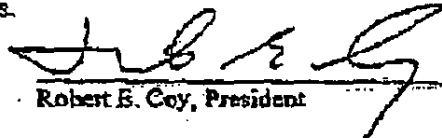
1. They are the President and Secretary, respectively, of Versacare, Inc., a Florida not-for-profit Corporation.

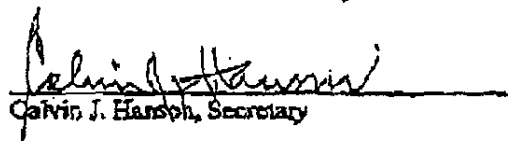
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

See EXHIBIT A attached hereto and made a part hereof by this reference.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

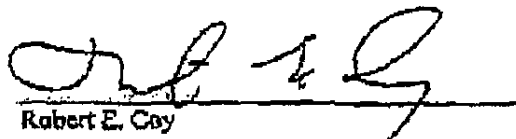
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

  
Robert E. Coy, President

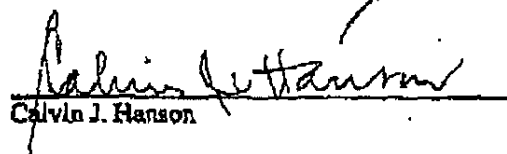
  
Calvin J. Hanson, Secretary

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: 3/25/10

  
Robert E. Coy

Dated: 3-26-10

  
Calvin J. Hanson

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**EXHIBIT A****AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VERSACARE, INC.**

**ARTICLE I--NAME:** The name of the Corporation shall be: VERSACARE, INC., a corporation not for profit.

**ARTICLE II--ADDRESS:** The address of the Corporation shall be: 4097 Trail Creek Road, Suite B, Riverside, California 92882.

**ARTICLE III--PURPOSE:**

- A. The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and by providing support, assistance and granting charitable contributions to other charitable, religious, hospital or scientific organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended, in support of activities, which are charitable, religious, hospital or scientific, primarily Christian in character and purpose, in accordance with the principles of the Seventh-Day Adventist denomination. In furtherance thereof, the Corporation shall have the power to acquire, own, maintain and use its assets for the purpose for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.
- B. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- D. The property owned by the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- E. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(e)(2) of such Code and regulations, as they now exist or as they may hereafter be amended.
- F. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then so long as the Corporation is a private foundation:

CERTIFICATE OF AMENDMENT  
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1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- G. Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the Members or Board Members of the Corporation, but after making provision for payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, which are a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, hospital or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any United States internal revenue law and California Revenue and Taxation Code Section 214, as amended.

**ARTICLE IV—ELECTION OF DIRECTORS:** The Directors of the Corporation shall consist of three or more individuals as provided for in the Bylaws of the Corporation. The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

**ARTICLE V—TERM:** The term for which the Corporation is to exist shall be perpetual.

**ARTICLE VI—REGISTERED AGENT AND ADDRESS.** The name of the Corporation's Registered Agent is NRAI Services, Inc., and the street address of the Registered Agent is 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

**ARTICLE VI—AMENDMENT OF ARTICLES OF INCORPORATION:** These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

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Articles of Amendment  
to  
Articles of Incorporation  
of

Versacare, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

755977

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_  
(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*



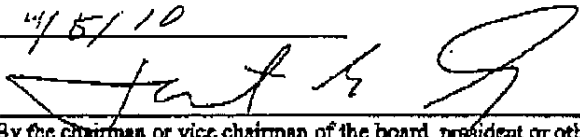
The date of each amendment(s) adoption: March 25, 2010  
*(date of adoption is required)*

Effective date if applicable: \_\_\_\_\_  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/5/10

Signature   
*(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Robert E. Coy  
*(Typed or printed name of person signing)*

President  
*(Title of person signing)*